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BEFORE THE ARIZONA CORPORATION COMMISSION

Arizona Corporation Commission

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AZ CORP COMMISSION  
DOCUMENT CONTROL

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CARL J. KUNASEK  
Chairman  
JIM IRVIN  
Commissioner  
WILLIAM A. MUNDELL  
Commissioner

In the matter of the securities offering by  
WILLIAM E. BERGH, individually and d/b/a  
NATIONAL FINANCIAL GROUP  
13311 North 65<sup>th</sup> Drive  
Glendale, AZ 85304  
And  
11024 N. 28<sup>th</sup> Drive, Ste. 200  
Phoenix, AZ 85029  
CRD 1409200  
THOMAS OTTO TABAT  
24435 N. 38<sup>th</sup> Lane  
Glendale, AZ 85310  
CRD 1011671,  
Respondents.

DOCKET NO. S-03374A-99-0000

DIVISION'S WITNESS AND EXHIBIT  
LIST

The Securities Division of the Arizona Corporation commission hereby submits the  
following list of witnesses and exhibits.

I.

WITNESSES

1. The Division intends on calling the following individuals to testify at the hearing:

- a. William K. Tanem – Mr. Tanem is Director of Compliance for Legacy Financial Services (Legacy).
- b. Marilyn Bradley – Mrs. Bradley is an Arizona resident who invested in B.E.E./ETS and Hotel Connect through William E. Bergh and later cancelled her investments.
- c. Marian Richards – Mrs. Richards is an Arizona resident who invested in B.E.E./ETS and World Cash Providers through Thomas O. Tabat and William E. Bergh.

- d. William Flynn – Mr. Flynn is a Minnesota resident who invested in Hotel Connect and World Cash Providers through William E. Bergh, and will testify telephonically.
- e. Virginia Homer – Ms. Homer is a Minnesota resident who invested in World Cash Providers through William E. Bergh, and will testify telephonically.
- f. Rhonda K. Wilson – Ms. Wilson is an Oregon resident who was solicited to invest in Hotel Connect and B.E.E./ETS by William E. Bergh, and will testify telephonically.
- g. Mark Melkowski – Mr. Melkowski, owner of Eagle One Communications, recruited Mr. Bergh to sell the products and services offered by the companies identified below, and paid commissions to William E. Bergh d/b/a National Financial Group.
- h. Jerry Lowe – Mr. Lowe is a Senior Investigator with the Division.
- i. Michael Donovan – Mr. Donovan is a Senior Examiner with the Division.
- j. Susan Baker – Ms. Baker is an attorney and Supervisor of the Registration and Compliance Section of the Division, and is qualified to testify as an expert on the requirements of a non-public or “private offering” exemption under federal Regulation D and Arizona Rule R14-4-126.

The Division reserves the right to call respondents as witnesses and any other witnesses listed by respondents, and any investors or offerees of products or services offered or sold by respondents on behalf of B.E.E. Communications, Inc., ETS Payphones, Inc., Hotel Connect, LLC, World Cash Providers, LLC, and/or World Cash Providers, Inc.

## II.

### EXHIBITS

2. The Division intends to use the following exhibits at the hearing:

Exhibit No.	Description
S-1	Certificate of registration for William E. Bergh as a securities salesman in Arizona with Legacy Financial Services, Inc.
S-2	Certificate of nonregistration for Worldwide Business Opportunities LLC as a security salesman or dealer in Arizona.

1	S-3	Certificate of filing for Worldwide Business Opportunities as a limited liability company in Nevada.
2	S-4	Certificate of registration for Thomas O. Tabat as a securities salesman in Arizona with Legacy Financial Services, Inc.
3	S-5	Certificate of non-registration and non-filing for B.E.E. Communications, Inc.
4	S-6	Certificate of non-registration and non-filing for ETS Payphones, Inc.
5	S-7	Certificate of non-registration and non-filing for Hotel Connect, LLC.
6	S-8	Certificate of non-registration and non-filing for World Cash Providers, LLC.
7	S-9	Certificate of non-registration and non-filing for World Cash Providers, Inc.
8	S-10	Listing of B.E.E. Communications, Hotel Connect, World Cash Providers -- Sales and Commissions (Bergh EUO Exhibit 1).
9	S-11	Document entitled Hotel Connect Nuts & Bolts (Bergh EUO Exhibit 11).
10	S-12	Hotel Connect #700, LLC Subscription Agreement (Bergh EUO Exhibit 12).
11	S-13	B.E.E. Communications brochure (Bergh EUO Exhibit 13).
12	S-14	Legacy Financial Services, Inc. Addendum to Producer Agreement (Bergh EUO Exhibit 14).
13	S-15	Legacy Financial Services Compliance and Procedures Manual (Bergh EUO Exhibit 15).
14	S-16	Legacy Financial Services, Inc. Registered Representatives Annual Questionnaire (November 10, 1998) (Bergh EUO Exhibit 16).
15	S-17	Legacy Financial Services Compliance Memorandum (Bergh EUO Exhibit 17).
16	S-18	Legacy Financial Services, Inc. Registered Representatives Annual Questionnaire (October 20, 1997) (Bergh EUO Exhibit 18).
17	S-19	Legacy Financial Services Compliance Alert (Bergh EUO Exhibit 19).
18	S-20	Request to Engage in Outside Business Activities (Bergh EUO Exhibit 20).
19	S-21	Letter to Legacy Financial Services, Inc. from Michael J. Donovan dated January 4, 1999 (Bergh EUO Exhibit 21).
20	S-22	Letter to Bill Tanem from William E. Bergh dated April 28, 1999, with attachments (Bergh EUO Exhibit 22).
21	S-23	Letter to William E. Bergh from William K. Tanem dated May 6, 1999, with attachments (Bergh EUO Exhibit 23).
22	S-24	Letter to the Securities Division from William K. Tanem dated May 6, 1999, with selected attachments.
23	S-25	Fax to the Securities Division from Bill Tanem dated December 2, 1999, with attachment.
24	S-26	Notice of and Order for Hearing, Notice of Prehearing Conference, and Order to Show Cause (Bergh EUO Exhibit 26).
25	S-27	Letter to the Securities Division from William K. Tanem dated November 17, 1999.
26	S-28	List of clients investing in B.E.E. Communications, Hotel Connect, or World Cash Providers (Bergh EUO Exhibit 28).
	S-29	List of National Financial Group agents (Bergh EUO Exhibit 29).
	S-30	Letter from John R. Augustine, Jr. to the Securities Division dated December 22, 1999 (Bergh EUO Exhibit 30).

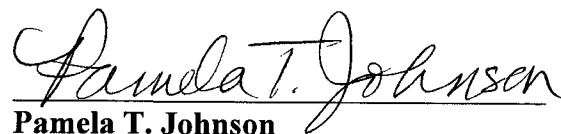
1	S-31	B.E.E. Communications COCOT Purchase Agreement for Rhonda K. Wilson (Bergh EUO Exhibit 31).
2	S-32	Hotel Connect #200, LLC, New Business Transmittal for Rhonda K. Wilson (Bergh EUO Exhibit 32).
3	S-33	Removed.
4	S-34	B.E.E. Communications COCOT Purchase Agreements (Bergh EUO Exhibit 34).
5	S-35	Hotel Connect, LLC investor contracts (Bergh EUO Exhibit 35).
6	S-36	World Cash Providers investor contracts (Bergh EUO Exhibit 36).
7	S-37	Excerpts from the Transcripts of the Examinations Under Oath (EUO) of William E. Bergh taken on December 2, 1999, and January 26, 2000.
8	S-38	Additional investor documents for investments sold through William E. Bergh.
9	S-39	Summary of Bergh's and Tabat's Sales.
10	S-40	Excerpts from the Transcript of the EUO of Thomas O. Tabat taken on December 14, 1999.
11	S-41	Registered Representatives Annual Questionnaire for Legacy Financial Services, Inc. (Tabat EUO Exhibit 1).
12	S-42	Selected pages from the Legacy Financial Services Compliance and Procedures Manual (Tabat EUO Exhibit 2).
13	S-43	Request to Engage in Outside Business Activities (Tabat EUO Exhibit 3).
14	S-44	Legacy Financial Services Registered Representative Application (Tabat EUO Exhibit 4).
15	S-45	New Representative Checklist (Tabat EUO Exhibit 5).
16	S-46	Form U-4 (Tabat EUO Exhibit 6).
17	S-47	Request to Engage in Outside Business Activities (Tabat EUO Exhibit 7).
18	S-48	Subpoenas to Mark Melkowski for documents and to provide testimony, and excerpts from and selected exhibits to the EUOs of Mr. Melkowski taken on December 21, 1999, and February 16, 2000. (The entire Transcripts and documents of Mr. Melkowski are available for review.)
19	S-49	Correspondence between the Securities Division and the respondents.
20	S-50	Investor documents for Marilyn Bradley.
21	S-51	Investor documents for Marian Richards.
22	S-52	Summary of Investors in Hotel Connect Sold by Arizona Salesmen Paid Commissions through Mark Melkowski. (Source documents consisting of investor subscription documents are available for review.)
23	S-53	California Subpoenas Duces Tecum to World Cash Providers, LLC, Hapjack Marketing, Inc., World Cash Providers, Inc., and excerpts of the records produced.
24	S-54	Copies of Certified Desist and Refrain Orders issued by the California Department of Corporations on February 8, 2000, to: World Cash Providers, LLC, World Cash Providers, Inc., Mark L. Ehrlich; and to: L. Robert Martin; and Paul Michael Goodman, John P. Steele, and GAC Marketing.
25	S-55	Copy of Certified Articles of Organization: World Cash Providers, LLC
26	S-56	Copy of Certified Articles of Incorporation: World Cash Providers, Inc.
	S-57	California Subpoena for Oral Testimony of Mike Goodman and excerpts of testimony.
	S-58	California Subpoena for Oral Testimony of Hal Coffin and excerpts of testimony.

1 The Division reserves the right to use any exhibits listed by respondents whether or not  
2 introduced by respondents, and any additional exhibits identified before or at hearing or for  
3 purposes of rebuttal.

4 This list is subject to amendment and/or supplement at any time prior to or during the  
5 scheduled hearing.

6 Respectfully submitted this 29th day of February, 2000.

7 Janet Napolitano  
8 Attorney General for the State of Arizona

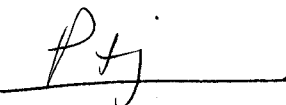
9   
10 **Pamela T. Johnson**

11 Special Assistant Attorney General  
12 **Robert A. Zumoff**  
13 Assistant Attorney General  
14 Attorneys for the Securities  
Division of the Arizona  
Corporation Commission

15 ORIGINAL AND TEN COPIES filed  
16 with Docket Control the 1st day of  
17 March, 2000.

18 Copy faxed the 29<sup>th</sup> day of  
19 February, 2000 to:

20 John R. Augustine, Jr., Esq.  
21 2727 N. Third St., Suite 300  
22 Phoenix, AZ 85004-1001  
Attorney for Respondents  
William E. Bergh and  
Thomas O. Tabat

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